

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u>,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline: August 12, 2004
	.	Hearing Date: September 27, 2004 @ 12:00 PM

**TWELFTH INTERIM QUARTERLY APPLICATION OF LUKINS & ANNIS, P.S.¹
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS ZAI ADDITIONAL SPECIAL COUNSEL FOR THE INTERIM
PERIOD FROM JANUARY 1, 2004 THROUGH MARCH 31, 2004**

Pursuant to Sections 327, 330 and 331 of Title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016, the Appointment Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order"), the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Amended Interim Compensation Order" and collectively with the Interim Compensation Order, the "Compensation Order") and Del.Bankr.LR 2016-2, the law firm of Lukins & Annis, P.S. ("Applicant" or "L&A"), ZAI Additional Special Counsel, hereby applies for an order allowing it: (i) compensation in the amount of \$39.00 for the reasonable and necessary legal services L&A has rendered; and (ii) reimbursement for the actual and necessary expenses L&A has incurred in the amount of \$1,107.72 (the "Twelfth Interim Quarterly Fce Application"), for the interim quarterly period from January 1, 2004 through

¹ L&A became counsel in this matter over a year after it was filed. To conform with the titles of the quarterly applications being filed by the firms who have been in the case since its inception, L&A is titling this the "Twelfth" Interim Quarterly Application, (although it is actually L&A's seventh such application).

March 31, 2004 (the "Fee Period"). In support of this Application, L&A respectfully states as follows:

BACKGROUND

Retention of L&A

1. On April 2, 2001 (The "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
2. By this Court's order effective as of July 22, 2002, L&A was appointed as ZAI Additional Special Counsel to prosecute the ZAI "Science Trial" issues on behalf of the ZAI Claimants' position against Debtors' position (the "Appointment Order"). The Appointment Order authorizes a total budget for ZAI Counsel of \$1.5 million in fees and \$500,000 in expenses for prosecuting the Science Trial, against which L&A may be compensated for legal services at its hourly rates as specified to the Court, and for actual and necessary out-of-pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court². On May 3, 2001, this Court entered the Interim Compensation Order and entered the Amended Interim Compensation Order on April 17, 2002. On July 28, 2003, the Court entered an Order authorizing an additional budget of \$950,000.00 per side for additional attorney fees and expenses.

Monthly Interim Fee Applications Covered Herein

3. Pursuant to the procedures set forth in the Compensation Order, professionals may apply for monthly compensation and reimbursement (each such application, a "Monthly Fee Application") subject to any objections lodged by the Notice Parties, as defined in the Compensation Order. If no objection is filed to a Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.
4. Furthermore, and also pursuant to the Compensation Order, professionals are to file and serve upon the notice parties a quarterly request (a "Quarterly Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.
5. This is the Seventh Interim Quarterly Fee Application that L&A has filed with the Bankruptcy Court in connection with these Chapter 11 Cases. (see Footnote 1).

² The rates billed by L&A are within the range of rates previously identified to the Court which were the current hourly rates at that time. L&A lawyers and professionals are being billed at rates commensurate with their experience and in the same range as other firms are billing in this bankruptcy.

6. L&A has filed the following Monthly Fee Applications for interim compensation during this Fee Period:
 1. Applications of Lukins & Annis, P.S. for Compensation for Services and Reimbursement of Expenses as ZAI Additional Special Counsel for the Interim Periods of January 1, 2004 through January 31, 2004 filed July 23, 2004 attached hereto as Exhibit A.
 2. Applications of Lukins & Annis, P.S. for Compensation for Services and Reimbursement of Expenses as ZAI Additional Special Counsel for the Interim Periods of February 1, 2004 through February 29, 2004 filed July 23, 2004 attached hereto as Exhibit B.
 3. Applications of Lukins & Annis, P.S. for Compensation for Services and Reimbursement of Expenses as ZAI Additional Special Counsel for the Interim Periods of March 1, 2004 through March 31, 2004 filed July 23, 2004 attached hereto as Exhibit C.
7. The period for objecting to the fees and expense reimbursement requested in the January, February and March Fee Applications has not yet expired.
8. During the Fee Period, L&A has prepared for the ZAI Science Trial as detailed in the Application.

Requested Relief

9. By this Twelfth Interim Quarterly Fee Application, L&A requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by L&A for the Fee Period as detailed in the Application, less any amounts previously paid to L&A pursuant to the

Application and the procedures set forth in the Compensation Order. The full scope of services provided and the related expenses incurred are fully described in the January, February and March Fee Applications, which are attached hereto as Exhibits A through C.

Disinterestedness

10. With the exception of its representation of asbestos claimants, L&A does not hold or represent any interest adverse to the estates as stated in the Affidavit of Darrell W. Scott in Support of the Application of the Asbestos Property Damage Committee to Retain Special Counsel, filed June 7, 2002.
11. In addition, L&A may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases.

Representations

12. L&A believes that the Application is in compliance with the requirements of Del.Bankr.LR 2016-2.
13. L&A performed the services for which it is seeking compensation under its Court Appointment effective as of July 22, 2002.
14. During the Fee Period, L&A has received no payment, nor has it received any promises for payment, from any other source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.
15. Pursuant to Fed. R. Bank. P. 2016(b), L&A has not shared, nor has it agreed to share: (a) any compensation it has received or may receive with another party or person other than

with the partners, counsel and associates of L&A; or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

16. Although every effort has been made to include all fees and expenses from the Fee Period in the Application, some fees and expenses from the Fee Period might not be included in the Application due to accounting and processing delays. L&A reserves the right to make further application to the Court for allowance of fees and expenses for the Fee Period not included herein.

WHEREFORE, L&A respectfully requests that the Court enter an order providing: (a) that for the Fee Period an administrative allowance be made to L&A in the sum of (i) \$39.00 as compensation for reasonable and necessary professional services, and (ii) \$1,107.72 for reimbursement of actual and necessary costs and expenses incurred (for a total of \$1,146.72); (b) that the Debtors be authorized and directed to pay to L&A the outstanding amount of such sums less any sums previously paid to L&A pursuant to the Application and the procedures set forth in the Compensation Order; and (c) that this Court grant such further relief as is equitable and just.³

Dated: July 23, 2004

ELZUFON AUSTIN REARDON
TARLOV & MONDELL, P.A.

/s/ William D. Sullivan

William D. Sullivan (Bar No. 3368)
Charles J. Brown, III (Bar No. 2820)
300 Delaware Avenue, Suite 1700
P.O. Box 1630
Wilmington, DE 19899
Phone: (302) 428-3181
FAX: (302) 777-7244
DELAWARE COUNSEL FOR THE ZAI
CLAIMANTS

³ L&A recognizes that payment of some of the amount requested herein is contingent on the Court increasing the current ZAI Science Trial budget.

-and-

Darrell W. Scott, Esq..
Lukins & Annis, P.S.
717 W. Sprague Avenue, Suite 1600
Spokane, WA 99201
Phone: (509) 455-9555
FAX: (509) 747-2323
ADDITIONAL SPECIAL COUNSEL FOR
ZAI CLAIMANTS

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W.R. Grace & Co., et al.,)
Debtors.) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
) Objection Deadline: August 12, 2004
) Hearing Date: TBD only if necessary

**SUMMARY OF THE VERIFIED APPLICATION OF LUKINS & ANNIS, P.S.
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS ZAI ADDITIONAL SPECIAL COUNSEL FOR THE INTERIM PERIOD
FROM JANUARY 1, 2004 THROUGH JANUARY 31, 2004**

Name of Applicant: Lukins & Annis, P.S.
Authorized to Provide Professional Services to: Zonolite Attic Insulation Claimants
Date of Appointment: July 22, 2002
Period for which compensation and
Reimbursement is sought: January 1, 2004 through
January 31, 2004
Amount of Compensation sought as actual,
Reasonable, and necessary: \$ 0.00
Amount of Expenses Reimbursement: \$ 695.68
This is a: X monthly interim final application
Prior Application filed: Yes

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
11/15/02	7/21/02 – 9/30/02	\$37,691.00	\$3,422.38	No Objections served on counsel	No Objections served on counsel
12/05/02	10/1/02 – 10/31/02	\$24,143.00	\$728.96	No Objections served on counsel	No Objections served on counsel
02/10/03	11/1/02 – 11/30/02	\$32,033.00	\$629.26	No Objections served on counsel	No Objections served on counsel
02/27/03	12/1/02 – 12/31/02	\$32,330.00	\$1,262.74	No Objections served on counsel	No Objections served on counsel
04/09/03	01/1/03 – 01/31/03	\$41,977.00	\$2,033.90	No Objections served on counsel	No Objections served on counsel
05/06/03	02/1/03 – 02/28/03	\$22,950.00	\$3,192.89	No Objections served on counsel	No Objections served on counsel
06/02/03	03/1/03 – 03/31/03	\$40,463.00	\$7,696.91	No Objections served on counsel	No Objections served on counsel
07/21/03	04/1/03 – 04/30/03	\$35,032.00	\$3,697.08	No Objections served on counsel	No Objections served on counsel
07/31/03	05/1/03 – 05/31/03	\$30,578.00	\$2,063.15	No Objections served on counsel	No Objections served on counsel
08/15/03	06/1/03 – 06/30/03	\$40,623.00	\$1,480.01	No Objections served on counsel	No Objections served on counsel
10/9/03	07/1/03 – 07/31/03	\$56,280.00	\$5,564.54	No Objections served on counsel	No Objections served on counsel
12/8/03	08/1/03 – 08/31/03	\$37,790.00	\$3,851.92	No Objections served on counsel	No Objections served on counsel
12/23/03	09/1/03 – 09/30/03	\$28,605.00	\$2,501.11	No Objections served on counsel	No Objections served on counsel
03/10/04	10/1/03 – 10/31/03	\$13,755.00	\$335.38	No Objections served on counsel	No Objections served on counsel
04/26/04	11/1/03 – 11/30/03	\$3,497.00	\$193.59	No Objections served on counsel	No Objections served on counsel
04/26/04	12/1/03 – 12/31/03	\$608.00	\$112.93	No Objections served on counsel	No Objections served on counsel

This is the sixteenth Lukins & Annis application for monthly interim compensation of services filed with the Bankruptcy Court in this Chapter 11 case.

The total expended for the preparation of this application is approximately 6 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$565.00.

23-ZAI Science Trial Expenses

Description	Amount
Computer Assisted Legal Research	
Telephone Expense	\$ 7.03
Telephone Expense - Outside	
Facsimile (\$1.00 per page)	\$ 6.00
Postage Expense	
Courier & Express Carriers	\$ 5.00
In-House Duplicating / Printing (\$.15 per page)	\$ 16.65
Outside Duplicating / Printing	
Lodging	
Transportation	
Air Travel Expense	\$ 661.00
Taxi Expense	
Mileage Expense	
Travel Meals	
Parking	
General Expense	
Expert Services	
Books/Videos	
Other (Explain):	
Total:	\$ 695.68

Dated: July 23, 2004

ELZUFON AUSTIN REARDON
TARLOV & MONDELL, P.A./s/ William D. Sullivan

William D. Sullivan (Bar No. 2820)
 Charles J. Brown, III (Bar No. 3368)
 300 Delaware Avenue, Suite 1700
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-and-

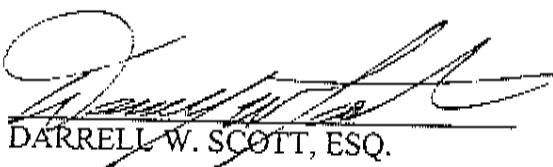
Darrell W. Scott, Esq..
 Lukins & Annis, P.S.
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 Additional Special Counsel for ZAI Claimants

VERIFICATION

STATE OF WASHINGTON)
)
COUNTY OF SPOKANE)

Darrell W. Scott, after being duly sworn according to law, deposes and says:

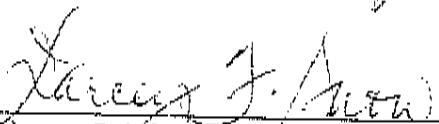
- a) I am counsel with the applicant law firm Lukins & Annis, P.S. and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Lukins & Annis, P.S. and am thoroughly familiar with the other work performed on behalf of the ZAI Claimants by the lawyers and paraprofessionals of Lukins & Annis, P.S.
- c) I have reviewed the foregoing application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del.Bankr.LR 2016-2 and the 'Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members', signed April 17, 2002, and submit that the Application substantially complies with such Rule and Order.

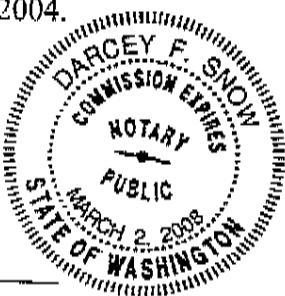


DARRELL W. SCOTT, ESQ.

SWORN AND SUBSCRIBED

Before me this 9th day of June, 2004.


Notary Public for Washington
Residing at Spokane
My Commission Expires: 3/2/08



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W.R. Grace & Co., et al.,)
Debtors.) Case No. 01-01139 (JKF)
) (Jointly Administered)
) Objection Deadline: August 12, 2004
) Hearing Date: TBD only if necessary

**FEE DETAIL OF THE VERIFIED APPLICATION OF LUKINS & ANNIS, P.S.
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS ZAI ADDITIONAL SPECIAL COUNSEL FOR THE INTERIM PERIOD
FROM JANUARY 1, 2004 THROUGH JANUARY 31, 2004**

COST REPORT

Lukins & Annis, P.S.

Time Period 01/01/2004 - 01/31/2004

<u>DATE</u>	<u>DESCRIPTION</u>	<u>CHARGE</u>
01/12/04	Long Distance Charges	\$ 5.75
01/15/04	Photocopies	\$ 0.45
01/20/04	Plane Fare - to Philadelphia for 1/26/04 Omnibus Hrg - canceled plane fare to be used towards future Omnibus Hrg	\$ 636.00
01/20/04	Plane Fare - Non-refundable service fee for plane ticket to 1/26/04 Omnibus Hrg	\$ 25.00
01/21/04	Photocopies	\$ 3.90
01/22/04	Photocopies	\$ 1.05
01/23/04	Long Distance Charges	\$ 0.64
01/23/04	Photocopies	\$ 3.90
01/25/04	Photocopies	\$ 3.60
01/26/04	Photocopies	\$ 1.95
01/27/04	Telecopier Service	\$ 6.00
01/27/04	Photocopies	\$ 1.80
01/29/04	Long Distance Charges	\$ 0.64
01/30/04	Courier Service	\$ 5.00
	Total	\$ 695.68

CERTIFICATE OF SERVICE

I, William D. Sullivan, certify I caused a copy of the foregoing *Verified Application of Lukins & Annis, P.S. for Compensation for Services and Reimbursement of Expenses as ZAI Additional Special Counsel for the Interim Period from January 1, 2004 through January 31, 2004* to be served upon those parties identified on the attached service list via United States Mail, postage prepaid or hand delivery.

I certify the foregoing to be true and correct under the penalty of perjury.

Dated: Wilmington, Delaware
July 23, 2004

/s/ William D. Sullivan
WILLIAM D. SULLIVAN

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Wilmington, DE 19899

Warren H. Smith
Warren H. Smith and Associates
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Dallas, TX 75202

File a Motion:01-01139-JKF W.R. GRACE & CO.**U.S. Bankruptcy Court****District of Delaware**

Notice of Electronic Filing

The following transaction was received from Sullivan, William David entered on 7/23/2004 at 3:38 PM EDT and filed on 7/23/2004

Case Name: W.R. GRACE & CO.

Case Number: 01-01139-JKF

Document Number: 6019

Docket Text:

Application for Compensation for Services and Reimbursement of Expenses as ZAI Additional Special Counsel for the Interim Period from January 1, 2004 through January 31, 2004 Filed by Lukins & Annis, P.S.. Objections due by 8/12/2004.. (Sullivan, William)

The following document(s) are associated with this transaction:

Document description: Main Document

Original filename: C:\Documents and Settings\MYoung\My Documents\Jan-2004.pdf

Electronic document Stamp:

[STAMP bkecffStamp_ID=983460418 [Date=7/23/2004] [FileNumber=2822060-0]
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EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u> ,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
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Debtors.)	Objection Deadline: August 12, 2004
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FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS ZAI ADDITIONAL SPECIAL COUNSEL FOR THE INTERIM
PERIOD FROM FEBRUARY 1, 2004 THROUGH FEBRUARY 29, 2004**

Name of Applicant:	Lukins & Annis, P.S.
Authorized to Provide Professional Services to:	Zonolite Attic Insulation Claimants
Date of Appointment:	July 22, 2002
Period for which compensation and Reimbursement is sought:	February 1, 2004 through February 29, 2004
Amount of Compensation sought as actual, Reasonable, and necessary:	\$ 0.00
Amount of Expenses Reimbursement:	\$ 389.65
This is a: <u>X</u> monthly <u> </u> interim <u> </u> final application	
Prior Application filed: Yes	

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
11/15/02	7/21/02 – 9/30/02	\$37,691.00	\$3,422.38	No Objections served on counsel	No Objections served on counsel
12/05/02	10/1/02 – 10/31/02	\$24,143.00	\$728.96	No Objections served on counsel	No Objections served on counsel
02/10/03	11/1/02 – 11/30/02	\$32,033.00	\$629.26	No Objections served on counsel	No Objections served on counsel
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04/09/03	01/1/03 – 01/31/03	\$41,977.00	\$2,033.90	No Objections served on counsel	No Objections served on counsel
05/06/03	02/1/03 – 02/28/03	\$22,950.00	\$3,192.89	No Objections served on counsel	No Objections served on counsel
06/02/03	03/1/03 – 03/31/03	\$40,463.00	\$7,696.91	No Objections served on counsel	No Objections served on counsel
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10/9/03	07/1/03 – 07/31/03	\$56,280.00	\$5,564.54	No Objections served on counsel	No Objections served on counsel
12/8/03	08/1/03 – 08/31/03	\$37,790.00	\$3,851.92	No Objections served on counsel	No Objections served on counsel
12/23/03	09/1/03 – 09/30/03	\$28,605.00	\$2,501.11	No Objections served on counsel	No Objections served on counsel
03/10/04	10/1/03 – 10/31/03	\$13,755.00	\$335.38	No Objections served on counsel	No Objections served on counsel
04/26/04	11/1/03 – 11/30/03	\$3,497.00	\$193.59	No Objections served on counsel	No Objections served on counsel
04/26/04	12/1/03 – 12/31/03	\$608.00	\$112.93	No Objections served on counsel	No Objections served on counsel
06/14/04	01/1/04 – 01/31/04	\$0.00	\$695.68	Objections due 7/7/04	Objections due 7/7/04

This is the seventeenth Lukins & Annis application for monthly interim compensation of services filed with the Bankruptcy Court in this Chapter 11 case.

The total expended for the preparation of this application is approximately 6 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$565.00.

23-ZAI Science Trial Expenses

Description	Amount
Computer Assisted Legal Research	
Telephone Expense	\$ 8.95
Telephone Expense – Outside	
Facsimile (\$1.00 per page)	
Postage Expense	
Courier & Express Carriers	
In-House Duplicating / Printing (\$.15 per page)	\$ 10.20
Outside Duplicating / Printing	
Lodging	
Transportation	
Air Travel Expense	\$ 370.50
Taxi Expense	
Mileage Expense	
Travel Meals	
Parking	
General Expense	
Expert Services	
Books/Videos	
Other (Explain):	
Total:	\$ 389.65

Dated: July 23, 2004

ELZUFON AUSTIN REARDON
TARLOV & MONDELL, P.A./s/ William D. Sullivan

William D. Sullivan (Bar No. 2820)
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-and-

Darrell W. Scott, Esq.
 Lukins & Annis, P.S.
 717 W. Sprague Avenue, Suite 1600
 Spokane, WA 99201
 Phone: (509) 455-9555
 FAX: (509) 747-2323

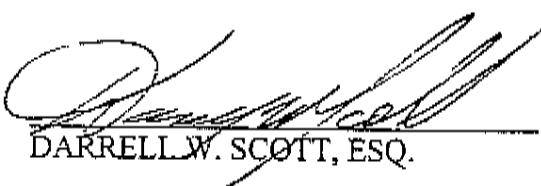
ADDITIONAL SPECIAL COUNSEL
FOR ZAI CLAIMANT

VERIFICATION

STATE OF WASHINGTON)
)
COUNTY OF SPOKANE)

Darrell W. Scott, after being duly sworn according to law, deposes and says:

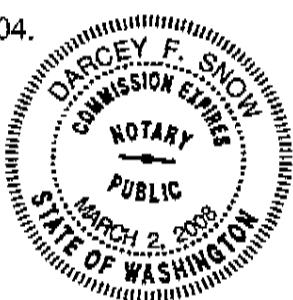
- a) I am counsel with the applicant law firm Lukins & Annis, P.S. and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Lukins & Annis, P.S. and am thoroughly familiar with the other work performed on behalf of the ZAI Claimants by the lawyers and paraprofessionals of Lukins & Annis, P.S.
- c) I have reviewed the foregoing application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del.Bankr.LR 2016-2 and the 'Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members', signed April 17, 2002, and submit that the Application substantially complies with such Rule and Order.



DARRELL W. SCOTT, ESQ.

SWORN AND SUBSCRIBED
Before me this 4th day of June, 2004.

Darrell J. Scott
Notary Public for Washington
Residing at Spokane
My Commission Expires: 3/2/08



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u>,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline: August 23, 2004
	)	Hearing Date: TBD only if necessary

**FEE DETAIL OF THE VERIFIED APPLICATION OF LUKINS & ANNIS, P.S.
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS ZAI ADDITIONAL SPECIAL COUNSEL FOR THE INTERIM
PERIOD FROM FEBRUARY 1, 2004 THROUGH FEBRUARY 29, 2004**

COST REPORT

Lukins & Annis, P.S.

Time Period 02/01/2004 - 02/29/2004

<u>DATE</u>	<u>DESCRIPTION</u>	<u>CHARGE</u>
02/02/04	Photocopies	\$ 1.05
02/02/04	Photocopies	\$ 0.15
02/02/04	Long Distance Charges	\$ 1.28
02/09/04	Photocopies	\$ 5.10
02/09/04	Long Distance Charges	\$ 7.03
02/09/04	Non-Refundable portion of Plane Fare for 2/9/04 Hrg in Pittsburgh, PA-canceled	\$ 370.50
02/12/04	Long Distance Charges	\$ 0.64
02/17/04	Photocopies	\$ 3.90
Total		\$ 389.65

CERTIFICATE OF SERVICE

I, William D. Sullivan, certify I caused a copy of the foregoing *Verified Application of Lukins & Annis, P.S. for Compensation for Services and Reimbursement of Expenses as ZAI Additional Special Counsel for the Interim Period from February 1, 2004 through February 29, 2004* to be served upon those parties identified on the attached service list via United States Mail, postage prepaid or hand delivery.

I certify the foregoing to be true and correct under the penalty of perjury.

Dated: Wilmington, Delaware
July 23, 2004

/s/ William D. Sullivan
WILLIAM D. SULLIVAN

SERVICE LIST

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Warren H. Smith
Warren H. Smith and Associates
900 Jackson Street
120 Founders Square
Dallas, TX 75202

File a Motion:01-01139-JKF W.R. GRACE & CO.**U.S. Bankruptcy Court****District of Delaware****Notice of Electronic Filing**

The following transaction was received from Sullivan, William David entered on 7/23/2004 at 3:43 PM EDT and filed on 7/23/2004

Case Name: W.R. GRACE & CO.

Case Number: 01-01139-JKF

Document Number: 6020

Docket Text:

Application for Compensation for Services and Reimbursement of Expenses as ZAI Additional Special Counsel for the Interim Period from February 1, 2004 and February 29, 2004 Filed by Lukins & Annis, P.S.. Objections due by 8/12/2004.. (Sullivan, William)

The following document(s) are associated with this transaction:

Document description: Main Document

Original filename: C:\Documents and Settings\MYoung\My Documents\Feb-LA.pdf

Electronic document Stamp:

[STAMP_bkecfStamp_ID=983460418 [Date=7/23/2004] [FileNumber=2822113-0]
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fb730f89917f39082ad911cf7c19257a1910370b0e226c0c2d4578c62d40]]

EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
W.R. Grace & Co., et al.,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline: August 12, 2004
	)	Hearing Date: TBD only if necessary

**SUMMARY OF THE VERIFIED APPLICATION OF LUKINS & ANNIS, P.S.
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS ZAI ADDITIONAL SPECIAL COUNSEL FOR THE INTERIM PERIOD FROM
MARCH 1, 2004 THROUGH MARCH 31, 2004**

Name of Applicant:	Lukins & Annis, P.S.
Authorized to Provide Professional Services to:	Zonolite Attic Insulation Claimants
Date of Appointment:	July 22, 2002
Period for which compensation and Reimbursement is sought:	March 1, 2004 through March 31, 2004
Amount of Compensation sought as actual, Reasonable, and necessary:	\$ 39.00
Amount of Expenses Reimbursement:	\$ 22.39
This is a: <input checked="" type="checkbox"/> monthly <input type="checkbox"/> interim <input type="checkbox"/> final application	
Prior Application filed: Yes	

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
11/15/02	7/21/02 – 9/30/02	\$37,691.00	\$3,422.38	No Objections served on counsel	No Objections served on counsel
12/05/02	10/1/02 – 10/31/02	\$24,143.00	\$728.96	No Objections served on counsel	No Objections served on counsel
02/10/03	11/1/02 – 11/30/02	\$32,033.00	\$629.26	No Objections served on counsel	No Objections served on counsel
02/27/03	12/1/02 – 12/31/02	\$32,330.00	\$1,262.74	No Objections served on counsel	No Objections served on counsel
04/09/03	01/1/03 – 01/31/03	\$41,977.00	\$2,033.90	No Objections served on counsel	No Objections served on counsel
05/06/03	02/1/03 – 02/28/03	\$22,950.00	\$3,192.89	No Objections served on counsel	No Objections served on counsel
06/02/03	03/1/03 – 03/31/03	\$40,463.00	\$7,696.91	No Objections served on counsel	No Objections served on counsel
07/21/03	04/1/03 – 04/30/03	\$35,032.00	\$3,697.08	No Objections served on counsel	No Objections served on counsel
07/31/03	05/1/03 – 05/31/03	\$30,578.00	\$2,063.15	No Objections served on counsel	No Objections served on counsel
08/15/03	06/1/03 – 06/30/03	\$40,623.00	\$1,480.01	No Objections served on counsel	No Objections served on counsel
10/9/03	07/1/03 – 07/31/03	\$56,280.00	\$5,564.54	No Objections served on counsel	No Objections served on counsel
12/8/03	08/1/03 – 08/31/03	\$37,790.00	\$3,851.92	No Objections served on counsel	No Objections served on counsel
12/23/03	09/1/03 – 09/30/03	\$28,605.00	\$2,501.11	No Objections served on counsel	No Objections served on counsel
03/10/04	10/1/03 – 10/31/03	\$13,755.00	\$335.38	No Objections served on counsel	No Objections served on counsel
04/26/04	11/1/03 – 11/30/03	\$3,497.00	\$193.59	Objections due 5/17/04	Objections due 5/17/04
04/26/04	12/1/03 – 12/31/03	\$608.00	\$112.93	No Objections served on counsel	No Objections served on counsel
06/14/04	01/1/04 – 01/31/04	\$0.00	\$695.68	Objections due 7/7/04	Objections due 7/7/04
06/14/04	02/1/04 – 02/29/04	\$0.00	\$389.65	Objections due 7/7/04	Objections due 7/7/04

This is the eighteenth Lukins & Annis application for monthly interim compensation of services filed with the Bankruptcy Court in this Chapter 11 case.

The total expended for the preparation of this application is approximately 6 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$565.00.

The Lukins & Annis attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly Billing Rate	Total billed hours	Total compensation
Darrell W. Scott	Partner	14	Litigation	\$390	.10	\$39.00
TOTALS					.10	\$39.00

Compensation by Project Category

Category	Total Hours	Total Fees
22-ZAI Science Trial	.1 Hours	\$39.00
TOTALS	.1 Hours	\$39.00

23-ZAI Science Trial Expenses

Description	Amount
Computer Assisted Legal Research	
Telephone Expense	\$ 0.64
Telephone Expense – Outside	
Facsimile (\$1.00 per page)	
Postage Expense	
Courier & Express Carriers	
In-House Duplicating / Printing (\$.15 per page)	\$ 21.75
Outside Duplicating / Printing	
Lodging	
Transportation	
Air Travel Expense	
Taxi Expense	
Mileage Expense	
Travel Meals	
Parking	
General Expense	
Expert Services	
Books/Videos	
Other (Explain):	
Total:	\$ 22.39

Dated: July 23, 2004

ELZUFON AUSTIN REARDON
TARLOV & MONDELL, P.A./s/ William D. Sullivan

William D. Sullivan (Bar No. 2820)
 Charles J. Brown, III (Bar No. 3368)
 300 Delaware Avenue, Suite 1700
 P.O. Box 1630
 Wilmington, DE 19899
 Phone: (302) 428-3181
 FAX: (302) 777-7244

-and-

Darrell W. Scott, Esq.
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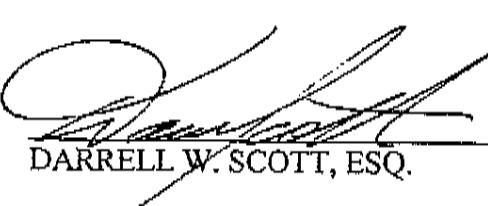
ADDITIONAL SPECIAL COUNSEL
FOR ZAI CLAIMANT

VERIFICATION

STATE OF WASHINGTON)
)
COUNTY OF SPOKANE)

Darrell W. Scott, after being duly sworn according to law, deposes and says:

- a) I am counsel with the applicant law firm Lukins & Annis, P.S. and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Lukins & Annis, P.S. and am thoroughly familiar with the other work performed on behalf of the ZAI Claimants by the lawyers and paraprofessionals of Lukins & Annis, P.S.
- c) I have reviewed the foregoing application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del.Bankr.LR 2016-2 and the 'Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members', signed April 17, 2002, and submit that the Application substantially complies with such Rule and Order.


DARRELL W. SCOTT, ESQ.

SWORN AND SUBSCRIBED,

Before me this 9th day of June, 2004


Notary Public for Washington
Residing at Spokane
My Commission Expires: 3/2/08



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W.R. Grace & Co., et al.,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.) Objection Deadline: August 12, 2004
) Hearing Date: TBD only if necessary

**FEE DETAIL OF THE VERIFIED APPLICATION OF LUKINS & ANNIS, P.S.
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS ZAI ADDITIONAL SPECIAL COUNSEL FOR THE INTERIM PERIOD FROM
MARCH 1, 2004 THROUGH MARCH 31, 2004**

TIME REPORT

Lukins & Annis, P.S.

Time Period 03/01/2004 - 03/31/2004

CATEGORY 22: ZAI SCIENCE TRIAL

Date	Timekeeper	Description	Hours	Hourly Rate	Total
03/30/04	DWS	Phone call to co-counsel regarding status of ZAI claims.	0.10	\$ 390.00	\$ 39.00
			SUBTOTAL	0.10	\$ 39.00
		TIME TOTAL:		0.10	\$ 39.00

COST REPORT

Lukins & Annis, P.S.

Time Period 03/01/2004 - 03/31/2004

<u>DATE</u>	<u>DESCRIPTION</u>	<u>CHARGE</u>
03/01/04	Photocopies	\$ 2.40
03/11/04	Photocopies	\$ 1.05
03/12/04	Photocopies	\$ 4.20
03/16/04	Photocopies	\$ 1.80
03/22/04	Photocopies	\$ 12.30
03/30/04	Long Distance Charges	\$ 0.64
	Total	\$ 22.39

CERTIFICATE OF SERVICE

I, William D. Sullivan, certify I caused a copy of the foregoing *Verified Application of Lukins & Annis, P.S. for Compensation for Services and Reimbursement of Expenses as ZAI Additional Special Counsel for the Interim Period from March 1, 2004 through March 31, 2004* to be served upon those parties identified on the attached service list via United States Mail, postage prepaid or hand delivery.

I certify the foregoing to be true and correct under the penalty of perjury.

Dated: Wilmington, Delaware
July 23, 2004

/s/ William D. Sullivan
WILLIAM D. SULLIVAN

SERVICE LIST

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Warren H. Smith
Warren H. Smith and Associates
900 Jackson Street
120 Founders Square
Dallas, TX 75202

File a Motion:

01-01139-JKF W.R. GRACE & CO.

U.S. Bankruptcy Court

District of Delaware

Notice of Electronic Filing

The following transaction was received from Sullivan, William David entered on 7/23/2004 at 3:48 PM EDT and filed on 7/23/2004

Case Name: W.R. GRACE & CO.
Case Number: 01-01139-JKF
Document Number: 6021

Docket Text:

Application for Compensation for Services and Reimbursement of Expenses as ZAI Additional Special Counsel for the Interim Period from March 1, 2004 through March 31, 2004 Filed by Lukins & Annis, P.S.. Objections due by 8/12/2004.. (Sullivan, William)

The following document(s) are associated with this transaction:

Document description: Main Document

Original filename: C:\Documents and Settings\MYoung\My Documents\Mar-LA.pdf

Electronic document Stamp:

[STAMP_bkeclfStamp_ID=983460418 [Date=7/23/2004] [FileNumber=2822158-0]
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d04735208766b02abd0dcba23338f0eee4f07b0969219125b04bf7b7901]]

CERTIFICATE OF SERVICE

I, William D. Sullivan, hereby certify that I caused a copy of the foregoing *Twelfth Interim Quarterly Application of Lukins & Annis, P.S. for Compensation for Services and Reimbursement of Expenses as ZAI Additional Special Counsel for the Interim Period from January 1, 2004 through March 31, 2004* to be served upon those parties identified on the attached service list via hand delivery or US Mail.

I certify the foregoing to be true and correct under the penalty of perjury.

Dated: July 23, 2004

/s/ William D. Sullivan
William D. Sullivan

SERVICE LIST

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